IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On April 6, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

1) Declaration of John D. Sheehan in Support of the Debtors' Objection to Motion for Order Directing Debtor Delphi Automotive Systems, LLC to Determine Within 150 Days Whether to Assume or Reject Its Nonresidential Real Property Lease with Cherokee North Kansas City, LLC (Docket No. 3131) [a copy of which is attached hereto as Exhibit D]

2) Debtors' Objection to Joinder of Appaloosa Management, L.P. in the Motion of the Official Committee of Unsecured Creditors for an Order Compelling the Production of Documents by General Motors Corporation Pursuant to Fed. R. Bankr. P. 2004 (Docket No. 3137) [a copy of which is attached hereto as Exhibit E]

3) Reply to Limited Response of General Motors Corporation to Debtors' Motion for Approval of Joint Interest Agreement Between Debtors and Official Committee of Unsecured Creditors, Implementation of Protective Order and Approval of Procedures to Protect Information in Fee Statement (Docket No. 3138) [a copy of which is attached hereto as Exhibit F]

4) Debtors' Omnibus Reply to Objections to Motion for Order Under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 Approving the Debtors' Human Capital Hourly Attrition Programs (Docket No. 3141) [a copy of which is attached hereto as Exhibit G]

On April 6, 2006, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via overnight delivery:

5) Declaration of John D. Sheehan in Support of the Debtors' Objection to Motion for Order Directing Debtor Delphi Automotive Systems, LLC to Determine Within 150 Days Whether to Assume or Reject Its Nonresidential Real Property Lease with Cherokee North Kansas City, LLC (Docket No. 3131) [a copy of which is attached hereto as Exhibit D]

On April 6, 2006, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via overnight delivery:

6) Debtors' Omnibus Reply to Objections to Motion for Order Under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 Approving the Debtors' Human Capital Hourly Attrition Programs (Docket No. 3141) [a copy of which is attached hereto as Exhibit G]

Dated: April 13, 2006

/s/ Evan Gershbein
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 13th day of April, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : *__/s/ Sarah Elizabeth Frankel__*

Commission Expires: *12/23/08*

EXHIBIT A

Delphi Corporation
Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
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Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member
United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	deirdre.martini@usdoj.gov (Do not use for service)	United States Trustee
United States Trustee	Alicia M. Leonard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255 does not take service via fax		United States Trustee
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EXHIBIT B

Delphi Corporation
Master Service List

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Capital Research and Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Floor	Los Angeles	CA	90025	310-996-6140	310-996-6091	mlfr@capgroup.com	Creditor Committee Member
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel for Flextronics International USA, Inc.
Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017	212-450-4092	212-450-3092	donald.bernstein@dpw.com	Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
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FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel for Employee Benefits
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05–44481 (RDD)
Debtors.	:	(Jointly Administered)

DECLARATION OF JOHN D. SHEEHAN IN SUPPORT OF THE DEBTORS' OBJECTION TO MOTION FOR ORDER DIRECTING DEBTOR DELPHI AUTOMOTIVE SYSTEMS, LLC TO DETERMINE WITHIN 150 DAYS WHETHER TO ASSUME OR REJECT ITS NONRESIDENTIAL REAL PROPERTY LEASE WITH CHEROKEE NORTH KANSAS CITY, LLC

John D. Sheehan declares as follows:

1. Delphi Corporation and certain of its subsidiaries and affiliates are debtors and debtors-in-possession in these Chapter 11 cases. I submit this declaration in support of the Debtors' Objection to Motion for Order Directing Debtor Delphi Automotive Systems, LLC to Determine within 150 Days Whether to Assume or Reject its Nonresidential Real Property Lease with Cherokee North Kansas City, LLC (the "Cherokee Objection). Capitalized terms not otherwise defined in this declaration shall have the meanings ascribed to them in the Cherokee Objection.

2. I am the Vice President, Chief Restructuring Officer, Chief Accounting Officer, and Controller for Delphi Corporation (which, with certain of its subsidiaries and affiliates, the debtors, and the debtors-in-possession in the above-captioned cases, are referred to collectively and variously herein as "Delphi" or the "Debtors"). I joined Delphi in July 2002 as Chief Accounting Officer and Controller. On March 4, 2005, I also assumed the position of acting Chief Financial Officer, a position that I held until October 8, 2005, when I was appointed Chief Restructuring Officer. Consequently, I am familiar with, and personally was involved in, the events and circumstances giving rise to the Debtors' decision to seek chapter 11 protection on October 8, 2005 (the "Initial Filing Date"). Since the Initial Filing Date, I have been involved at some level in virtually all of the significant decisions made by the Debtors in connection with these chapter 11 cases.

3. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, my review of relevant documents, my opinion, my experience with and knowledge of Delphi's financial condition, or are based upon knowledge obtained

from Delphi employees reporting to me in the course of their duties. If I were called upon to testify, I could and would testify to the facts set forth herein.

The Debtors Are Continuing To Pay For The Use Of The Property

4. The Debtors are current in all of their postpetition obligations under the Lease. In addition, the Debtors have significant resources, including access to a substantial DIP credit facility, which provide adequate assurance to Cherokee that it will be paid its postpetition bills in a timely fashion.

The Lease Is Among The Debtors Primary Assets And The Debtors Have Not Had Sufficient Time To Make Critical Decisions Regarding Its Leases

5. Most of the Debtors' leases are fundamental to their reorganization efforts. As part of the Debtors' restructuring efforts, the Debtors are in the process of evaluating all owned and leased real estate, including the Lease of Industrial or Warehouse Facilities between the Debtors and Cherokee (the "Lease"). In considering their options with respect to the real property leases, the Debtors are evaluating a variety of factors to determine whether it is appropriate to assume, assume and assign, or reject a particular real property lease. The realignment of Delphi's global product portfolio and manufacturing footprint to preserve Delphi's core businesses will be a major factor in the Debtors' decision as to disposition of a particular lease.

6. On March 31, 2006, the Debtors announced their transformation plan which outlines their strategy to prepare for their return to stable, profitable business operations through a broad-based global restructuring. As part of the transformation plan, the Debtors have identified non-core product lines that do not fit into the company's future strategic framework. The Debtors will seek to sell or wind-down these non-core product lines by January 1, 2008. The Debtors have identified cockpits as one of the non-core product lines and one of the facilities that produces cockpits is the Cherokee facility. Despite the fact that the Debtors intend to sell or

wind-down the cockpit product line, at this time the Debtors have not begun the sale process. In addition, before the Debtors can sell or wind-down the cockpit product line, the Debtors will need to discuss the proposed disposition with various parties-in-interest in these cases, including their customers and their unions. Accordingly, until the Debtors know with more certainty whether or how they will sell or wind-down the cockpit product line, decisions related to assumption or rejection of the Lease are premature and could force the Debtors, to assume substantial, long-term liabilities under the Lease or forfeit value on account of a marketable or otherwise necessary lease.

7. As stated above, the Debtors manufacture cockpits for GM at the Lease facility. If the Debtors prematurely assume the Lease and later wind-down the cockpit product line, the estates may be burdened with long term liabilities unnecessary to the Debtors' reorganization or may be faced with substantial administrative expenses if the Lease is later rejected after assumption. On the other hand, the Debtors have obligations to continue to perform under the contracts related to the production of parts for GM at the Lease facility. If the Debtors are forced to prematurely reject the Lease, the Debtors may no longer be able to produce certain cockpit assemblies for GM, which could result in the shut down of GM plants, substantial damages to the Debtors, and the loss of continued business.

The Debtors Have Not Had Sufficient Time To Formulate A Plan Of Reorganization

8. The Debtors are merely six months into a restructuring effort that they anticipate will take approximately 18 months to complete. At this point, however, the Debtors' energies are focused on implementing their transformation plan. On March 31, 2006, the Debtors filed their motions under sections 1113 and 1114 of the Bankruptcy Code seeking authority to reject U.S. labor agreements and to modify retiree benefits, and their initial motion to reject un-

profitable supply contracts with GM. The Debtors simply have not had time to make critical decisions regarding the assumption or rejection of their leases. In order to maximize value for the estates, the Debtors are not implementing the transformation plan on a factory by factory, but rather on a product line by product line basis. Forcing the Debtors to make premature decisions as to the Lease, could jeopardize the Debtors ability to implement its transformation plan and could impair the value of the product lines to be divested. The Debtors need to focus on implementing the transformation plan, not making one-off decisions about leases or factories.

The Complexity And Size Of The Debtors' Chapter 11 Filings Warrant A Considerable Period In Which To Evaluate Assumption Or Rejection Of All Leases

9. The complexity of the issues that the Debtors face in transforming their businesses is magnified by the size of these cases. As stated above the Debtors will not be able to make a decision as to the Lease until they have more certainty with respect to the divestiture of the cockpit product line.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing statements are true and correct.

Executed on April 5, 2006, in New York, New York.

/s/ John D. Sheehan
John D. Sheehan

EXHIBIT E

Hearing Date: April 7, 2006
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)

DEBTORS' OBJECTION TO JOINDER OF APPALOOSA MANAGEMENT L.P.
IN MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER
COMPELLING PRODUCTION OF DOCUMENTS BY GENERAL MOTORS CORP.
PURSUANT TO FED. R. BANKR. P. 2004

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this objection (the "Objection") to the Joinder (the "Joinder") Of Appaloosa Management L.P. ("Appaloosa") In The Motion Of The Official Committee Of Unsecured Creditors For An Order Compelling The Production Of Documents By General Motors Corporation Pursuant To Rule 2004 Of The Federal Rules Of Bankruptcy Procedure (the "2004 Motion"). In support of this Objection, the Debtors respectfully represent as follows:

Preliminary Statement

1. The relief that Appaloosa requests should be denied. Pursuant to its Joinder, Appaloosa, a shareholder of the Debtors, seeks authority to join the Official Committee of Unsecured Creditors (the "Creditors' Committee") in the 2004 Motion. Appaloosa argues on its own behalf, and purportedly "on behalf" of the official equity committee yet to be appointed in these chapter 11 cases (the "Equity Committee"), that it and the Equity Committee should be entitled to receive all documents provided by General Motors Corporation ("GM") to the Creditors' Committee pursuant to the 2004 Motion.[1]

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[1] The Debtors will consider, in good faith, information requests received from the official Equity Committee following its formation in the context of this Court's Order Pursuant To 11 U.S.C. §1102(a)(2) Directing The United States Trustee To Appoint An Equity Committee In These Chapter 11 Cases (the "Equity Committee Order") and in light of the overall circumstances of these chapter 11 cases. As it stands, investigation of the Debtors' relationship with GM falls outside the range of activities set forth in the Equity Committee Order. Appaloosa incorrectly presumes that the Equity Committee will have the authority to join the Creditors' Committee in its 2004 Motion and the Creditors' Committee's discovery efforts with respect to GM, and that, in the meantime, Appaloosa should be able to act as the Equity Committee's surrogate. Participation of the Equity Committee and Appaloosa in the discovery related to the 2004 Motion should not be permitted to duplicate the work of the Creditors' Committee or create unnecessary expense for the Debtors' estates.

2. In the 2004 Motion, the Creditors' Committee seeks the production of documents from GM to enable the Creditors' Committee to understand the relationship between the Debtors and GM, including any claims that GM has asserted, or may assert, against the Debtors, as well as any claims that the Debtors may have against GM. Although the Debtors have not objected to the narrow relief in the 2004 Motion, such silence should not be taken as an abrogation or abdication of the Debtors' primary role in claims administration, including the evaluation of prosecution of estate claims against third parties, which are property of the estate within the meaning of section 541 of the Bankruptcy Code.

3. The Debtors understand that the Creditors' Committee and GM are in the process of reaching an agreement and entering into a stipulation that will allow the Creditors' Committee to receive the requested documents from GM. The Debtors request that this Court condition its approval of any stipulation filed by GM and the Creditors' Committee on provision to the Debtors of the product of such discovery, as well as notice of and the provision of the product of further discovery requests, if any.

4. Appaloosa also has no right, as a single party in interest, sufficient to justify its access to the production of the documents requested by the Creditors' Committee in the 2004 Motion.

5. Finally, Appaloosa's Joinder is untimely because it was filed after the objection deadline established by the Case Management Order (as defined below).

Argument

A. Appaloosa's Request Falls Outside The Ambit Of This Court's Rulings In The Equity Committee Order

6. In the Equity Committee Order, this Court did not countenanced the Equity Committee participating in an investigation of the Debtors' historical relationship with, or

the Debtors' estates claims against, GM. In fact, this Court specifically directed that the Equity Committee should steer clear of intruding upon the Debtors' relations with GM, such as by injecting itself into the negotiations between or among the Debtors, their unions, and GM. See Para. 5 of the Equity Committee Order. The Court also made clear that, as a general proposition, the Equity Committee should avoid attempting to create leverage for itself by becoming a thorn in the side of others. See Transcript of Hearing, March 22, 2006 at 185. Appaloosa already appears to be ignoring this Court's instructions.

7. Moreover, Appaloosa is in a particularly poor position to act as a surrogate for an Equity Committee that has yet to be formed, because, in light of this Court's order, it is far from clear that Appaloosa will ever be appointed to the Equity Committee. When the Equity Committee is formed, it may also take a narrower view of its duties than does Appaloosa, to adhere more closely to the committee's charter as set forth in this Court's order.

B. Participation Of The Equity Committee And Appaloosa In The Discovery Related To The 2004 Motion Will Duplicate The Work Of The Creditors' Committee

8. When the Equity Committee is formed, the Debtors will consider its requests, like those of other statutory committees, in the context of the circumstances of the chapter 11 cases and the role and scope of that committee's responsibilities. Currently, it appears that participation by the Equity Committee and Appaloosa in the Creditors' Committee discovery of GM will duplicate, if not complicate and possibly undermine, the work of the Creditors' Committee. It will also undoubtedly create unnecessary expense for the Debtors' estates. As a co-fiduciary to the Debtors' estates, the Creditors' Committee is well qualified to examine the documents requested pursuant to the 2004 Motion and investigate the Debtors' relationship with GM. At this early stage of the proceedings, there is no basis for concluding that the Creditors' Committee work should be duplicated, with the attendant additional costs to the Debtors' estates.

C. Appaloosa Does Not Have The Right As A Single Party In Interest To Seek 2004 Examination

9. Pursuant to section 1103(c)(2) of the Bankruptcy Code, a statutory committee "may"—not shall—"investigate the acts, conduct, assets, liabilities, and financial condition of the debtor . . . and other matter[s] relevant to the case . . . ." 11 U.S.C. § 1103(c)(2). Single parties in interest are given no such authority. Indeed, a single shareholder is not entitled to a conduct examinations relating to potential claims which belong to the bankruptcy estate. See In re Interpictures, Inc., 86 B.R. 24, 29 (Bankr. E.D.N.Y. 1988). Accordingly, Appaloosa, as a single shareholder, lacks sufficient interest to seek authority to join the Creditors' Committee in its 2004 Motion.

10. Finally, Appaloosa's Joinder is untimely, since it was filed after the objection deadline established by the Case Management Order.

Conclusion

11. Participation of the Equity Committee may—and any participation by Appaloosa no doubt will—interfere with and duplicate the work of the Creditors' Committee with respect to its investigation of the Debtors' relationship with GM and create unnecessary expense for the Debtors' estates. Accordingly, the relief Appaloosa requests in its Joinder should be denied.

Notice

12. Notice of this Objection has been provided in accordance with the Second Supplemental Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, which was entered by this Court on March 28, 2006 (Docket No.

2995) (the "Case Management Order"). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

13. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that the court enter an order (a) denying the Joinder and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
April 6, 2006

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EXHIBIT F

Hearing Date: April 7, 2006
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
- -	x	

REPLY TO LIMITED RESPONSE OF GENERAL MOTORS CORPORATION TO DEBTORS' MOTION FOR APPROVAL OF JOINT INTEREST AGREEMENT BETWEEN DEBTORS AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS, IMPLEMENTATION OF PROTECTIVE ORDER, AND APPROVAL OF PROCEDURES TO PROTECT INFORMATION IN FEE STATEMENT

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this reply (the "Reply") to the Limited Response (the "Response") Of General Motors Corporation ("GM"), dated April 4, 2006, To Debtors' Motion For Approval Of Joint Interest Agreement Between Debtors And Official Committee Of Unsecured Creditors, Implementation Of Protective Order, And Approval Of Procedures To Protect Information In Fee Statement, dated March 28, 2006 (the "Motion").[1] In support of this Reply, the Debtors respectfully represent as follows:

Preliminary Statement

1. Sharing confidential information related to certain Investigations (as defined below), whether written or oral (the "Information") with the Official Committee of Unsecured Creditors (the "Creditors' Committee") is appropriate at this point in these chapter 11 cases. This will allow the Debtors and the Creditors' Committee to address and resolve various matters relating to (a) the internal review conducted by the Company's Audit Committee, (b) the formal ongoing investigations by several governmental agencies, (c) the Company's restatement of earnings for fiscal years 2001-03, (d) the subject matter related to the commencement of certain class actions, including, without limitation, actions brought under ERISA and various securities actions, and (e) the review by a special committee of the Company's Board of Directors of certain shareholder derivative demands and related actions (collectively, the "Investigations"). Indeed, the resolution of some of the matters included in the Investigations may require this Court's approval, and the Debtors seek to address and

[1] Redline versions of the Joint Interest Agreement and the proposed order reflecting minor modifications resulting from the Debtors discussions with its co-fiduciary, the Creditors' Committee, are attached hereto as Exhibit A and Exhibit B respectively.

resolve various matters relating to the Investigations with the input of the Creditors' Committee.

2. In its Response, GM challenges the application of the common interest doctrine to Information relating to the Investigations shared by the Debtors with the Creditors' Committee. GM also requests that the Court enter an order incorporating certain qualifications that are neither necessary nor appropriate at this time, and will unduly burden the Debtors' estates. Most objectionable, GM seeks affirmative discovery into what is being shared between the Debtors and the Creditors' Committee (See Response ¶ 7) and to link the information sharing protocol to potential future litigation against GM (See Response ¶ 8).

3. As more fully discussed below, the sharing of the Information between the Debtors and the Creditors' Committee is an important step to enable the Creditors' Committee to understand the Investigations. In this situation, the application of the common interest doctrine is both appropriate and necessary to allow the Debtors and their co-fiduciary in these chapter 11 cases to discuss the Investigations on a fully informed basis. In order to emerge from chapter 11 with the support of the Creditors' Committee, as a co-fiduciary in these cases, sufficient information needs to be shared to permit the Creditors' Committee to be comfortable that: (a) the company has separated any wrongdoers from the Debtors' reorganizing businesses; (b) the company has developed a plan for the implementation of internal controls reasonably designed to prevent the recurrence of historical accounting practices; and (c) the company has provided adequate information to the Creditors' Committee regarding derivative and third-party claims so as to permit the Creditors' Committee to make an informed assessment of the merits of such potential claims in connection with the negotiations

of a plan of reorganization. GM's concerns are misplaced and should not impede the Debtors' sharing of the Information with the Creditors' Committee.

Argument

A. The Debtors And The Creditors' Committee Share A Common Legal Interest

4. While GM seems to challenge the applicability of the common interest doctrine to the facts at hand, the Debtors believe that the instant case fits well within the opinions issued by courts in this circuit. Specifically, the Debtors' and the Creditors' Committee's common interest is the resolution of the Investigations in a way that maximizes the results for the Debtors, their estates, and their stakeholders. The common interest of the Debtors and the Creditors' Committee is a legal interest, and not a commercial matter or business strategy. It is exactly these situations in which the common interest privilege should apply. See Bank Brussels Lambert v. Credit Lyonnais (Suisse) S.A., 160 F.R.D. 437, 447 (S.D.N.Y. 1995) ("[T]he doctrine applies where parties are represented by separate counsel but engage in a common legal enterprise. Under such circumstances, it is not necessary for litigation to be in progress for the common interest doctrine to apply."); Denney v. Jenkens & Gilchrist, 362 F.Supp. 2d 407, 415 (S.D.N.Y. 2004) (same); In re Asia Global Crossing, Ltd., 322 B.R. 247 (Bankr. S.D.N.Y. 2005) ("Under the Second Circuit's approach, 'some form of joint strategy is necessary to establish the existence of a joint defense agreement, which would then operate to protect evidence under the common interest rule.'").

5. Moreover, the Debtors and the Creditors' Committee are working together to pursue their joint interest, but are currently limited in their ability to do so because of the confidential and privileged nature of much of the information possessed by the Debtors. See Federal Trade Commission, 2001 WL 396522 (S.D.N.Y) at *3 ("What is important is not

whether the parties theoretically share similar interests but rather whether they demonstrate actual cooperation toward a common legal goal."). The Joint Interest Agreement is a manifestation of the desire of the Debtors and the Creditors' Committee to reach their common goal of resolving the Investigations. See In re Rivastigmine Patent Litigation, 2005 WL 2319005 (S.D.N.Y) at *4 (noting that cooperation "may be definitively shown through a formal collaboration agreement, no such written documentation is required"). Because the Debtors' ability to resolve the Investigations will be enhanced with the informed input of the Creditors' Committee, it is in the best interests of the both the Debtors' estates and their stakeholders that the Information be shared with the Creditors' Committee under the terms of the Joint Interest Agreement. Expedient resolution of the Investigations will maximize value for all stakeholders.

B. The Order And The Joint Interest Agreement Are Narrowly Tailored

6. GM requests that the scope of the purported common interest privilege regarding the Investigation be narrowly construed and strictly limited to privileged documents relating directly to the Investigations. GM's parochial interpretation of the Joint Interest Agreement seems to be causing its own unnecessary concern. (See Response ¶ 8).

7. As stated in the Motion and restated here, the purpose of the Joint Interest Agreement between the Debtors and the Creditors' Committee is to allow the Debtors to provide their co-fiduciary with Information, including certain information that is privileged and confidential, related to the Investigations. This stated intention – which is also reflected in the Joint Interest Agreement and the proposed order – is narrow in scope and covers only information related to the Investigations. Providing this Information to the Creditors' Committee is necessary for the Debtors and their co-fiduciary to properly analyze issues in

respect thereof. Accordingly, the Debtors, in their business judgment, believe that it is in the best interests of their estates to provide such Information to the Creditors' Committee. This information sharing protocol will keep the Creditors' Committee apprised of the progress of the Investigations, and will allow the Debtors and the Creditors' Committee to form a common understanding and legal assessment relating to the issues encompassed by the Investigations that will facilitate a timely resolution of such matters. To that end, the Debtors affirm that the relief requested in the proposed order covers only the Investigations. See United States v. Weissman, 195 F.3d 96, 99 (2d Cir. 1999) ("[O]nly those communications made in the course of an ongoing common enterprise and intended to further the enterprise are protected" by the common interest doctrine); United States v. Schwimmer, 892 F.2d 237, 243 (2d Cir. 1989) (same).

8. Similarly, GM also requests that the common interest privilege be narrowly construed. While the Second Circuit has warned that expansions of the attorney-client privilege under the common interest rule should be cautiously extended, see Federal Trade Com., 2001 WL 396522, at * 4, the Debtors and Creditors' Committee should not limit themselves to the protections available under applicable law. The scope of the common interest privilege asserted by the Debtors and the Creditors' Committee should be construed to the fullest extent such protection is available under applicable case law, subject to the provisions of the Joint Interest Agreement.

C. GM's Additional Qualifications Are Unnecessary And Unduly Burdensome

9. The Debtors intend to share with the Creditors' Committee privileged and confidential information relating only to the Investigations. Consequently, the additional provisions and qualifications requested by GM are unnecessary in light of the Debtors'

affirmation that the proposed order and underlying agreement cover Information related only to the Investigations. As discussed above, the Debtors and the Creditors' Committee share a common interest with respect the Investigations. Moreover, the Debtors reserve their rights, pursuant to a subsequent motion or otherwise, to assert that the common interest privilege should apply to additional matters outside the scope of the Investigations, the Joint Interest Agreement and the proposed order related thereto.

10. Most objectionable of GM's requests is that GM seeks affirmative discovery into what is being shared between the Debtors and the Creditors' Committee (see Response ¶7) and to link the information sharing protocol to potential future litigation against GM (see Response ¶8).[2] The request by GM that the Debtors establish and maintain a privilege log is unduly burdensome, and would impose an unnecessary cost on the Debtors. For example, establishing a privilege log in connection with the internal investigation conducted by the Audit Committee would involve the review and documentation of hundreds of thousands of pages. The costs that would be incurred by the Debtors to satisfy this request would substantially outweigh any benefit – a benefit which is wholly unclear. Indeed, the Debtors and the Creditors' Committee regularly exchange information through various protocol and channels and the Debtors should not be burdened and the flow of information should not be impeded in order to satisfy GM's request. This information sharing protocol should not be a means for GM to get discovery on possible further litigation against it. Allowing this result would entirely shift the purpose of the Joint Interest Agreement.

[2] GM's reasons for establishing a privilege log are not entirely clear. To the extent GM intends to use the proposed privilege log to learn about information and documents related to the Investigations for its benefit in connection with its own ongoing investigations, such a tactic should not be countenanced by this Court.

11. Finally, the Debtors are not requesting that any privilege be expanded by either the proposed order or the Joint Interest Agreement. The common interest privilege is simply an exception to the general rule that the privilege is waived when confidential information is communicated to a third party. The Joint Interest Agreement and the proposed order simply protect the attorney-client privilege that exists.

Notice

12. Notice of this Reply has been provided in accordance with the Second Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered by this Court on March 28, 2006. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

WHEREFORE the Debtors respectfully request that this Court enter an order (a) authorizing the Motion and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
April 6, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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Debtors and Debtors-in-Possession

JOINT INTEREST AGREEMENT

WHEREAS, on October 8, 2005 (the "Initial Filing Date"), Delphi Corporation ("Delphi") and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

WHEREAS, on October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee").

WHEREAS, prior to the Initial Filing Date, certain events occurred which prompted informal and formal investigations by Delphi and its subsidiaries and affiliates (collectively, the "Company") and third parties. The investigations include, but are not limited to (a) the internal review conducted by the Company's Audit Committee, (b) the formal ongoing investigations by several governmental agencies, (c) the Company's restatement of earnings for fiscal years 2001-03, (d) the subject matter related to the commencement of certain class actions, including, without limitation, actions brought under ERISA (as defined below) and various securities actions, and (e) the review by a special committee of the Company's Board of

Directors of certain shareholder derivative demands and related actions (collectively, the "Investigations").

WHEREAS, the Company is the subject of an ongoing investigation by the Securities and Exchange Commission ("SEC") and other federal authorities involving its accounting for and the adequacy of disclosures for a number of transactions dating from the Company's spin-off from GM. Delphi is fully cooperating with the SEC's ongoing investigation and requests for information as well as the related investigation being conducted by the Department of Justice. The Company has entered into an agreement with the SEC that currently suspends the running of the applicable statute of limitations until April 6, 2006, which is likely to be further extended. The SEC investigation and the related investigation by the Department of Justice were not stayed as a result of the Debtors' commencement of their chapter 11 cases.

WHEREAS, Delphi completed a financial restatement in June 2005, the effects of which reduced retained earnings as of December 31, 2001 by $265 million, reduced 2002 net income by $24 million, and reduced 2003 net loss by $46 million. The nature of the restatement adjustments have been described on Form 8-K filings with the SEC. In conjunction with the restatement, the audit committee of the Company's Board of Directors conducted and concluded an internal investigation of certain accounting transactions over the previous five years. The Company is continuing to cooperate fully with the government's investigations in these matters.

WHEREAS, several class action lawsuits have been commenced against Delphi, Delphi Trust I, Delphi Trust II, current and former directors, certain current and former officers, General Motors Investment Management Corporation (the named fiduciary for investment purposes and investment manager for Delphi's employee benefit plans), and certain current and former employees of Delphi or its subsidiaries, as a result of the Company's announced financial restatement. These lawsuits fall into three categories: (a) lawsuits brought under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), purportedly on behalf of participants in certain of the Company's and its subsidiaries' defined contribution employee benefit pension plans which invested in Delphi common stock (the "ERISA Actions"), (b) lawsuits alleging that the Company and certain of its current and former directors and officers made materially false and misleading statements in violation of federal securities laws (the "Securities Actions"), and (c) shareholder derivative actions (the "Shareholder Derivative Actions"). The Board of Directors of the Company has appointed a special committee to investigate certain shareholder derivative demands. On or about December 12, 2005, the Judicial Panel on Multidistrict Litigation transferred, and consolidated into one action, the ERISA Actions, the Securities Actions, and the federal Shareholder Derivative Actions. The litigation was transferred to Judge Gerald R. Rosen in the United States District Court for the Eastern District of Michigan and consolidated under the title <u>In re Delphi Securities, Derivative and ERISA Litigation</u> (MDL No. 1725).

WHEREAS, the Debtors and the Creditors' Committee have determined that it is in the best interests of the Debtors' estates that they share material confidential information with each other and consult with each other regarding the Investigations. The Debtors and the Creditors' Committee further believe that it is in the best interests of the Debtors' estates for the Debtors to provide such confidential, non-public information and documents related to the Investigations, whether written or oral, including by virtue of participation by any Reviewing Party (as defined below) in the Investigations ("Information") to the designees of the Creditors' Committee (which designees shall be the outside professionals of the Creditors' Committee and, at the election of the Creditors' Committee, either the chair of the Creditors' Committee or a subcommittee of the Creditors' Committee in a number reasonably acceptable to the Debtors), to keep them adequately apprized of the ongoing progress of the Investigations, without losing any privilege or protection attaching to any produced information through the disclosure thereof.

WHEREAS, the Debtors and the Creditors' Committee believe that they share common interests in this regard, and intend through this Agreement that any and all sharing of information pursuant to this Agreement be protected pursuant to the "common interest" or "joint defense" doctrine, to the fullest extent such protection is available under applicable case law subject to the provisions of this Agreement.

WHEREAS, the Debtors and the Creditors' Committees wish to memorialize, and to set forth the terms and conditions of, their understanding with respect to the foregoing.

NOW, THEREFORE, IT IS HEREBY AGREED, by and between the Debtors and the Creditors' Committee, that:

1. The Debtors may voluntarily share Information related to the Investigations with the members and professionals of the Creditors' Committee identified on Appendix A to this Agreement (collectively, the "Reviewing Parties"). The Reviewing Parties shall treat all Information obtained from the Debtors in accordance with this Agreement. No other additional persons, firms, or entities shall be added to the Reviewing Parties list, unless prior email notice is provided to counsel for the Debtors and the Debtors consent in writing to such additions. The Reviewing Parties may share and discuss Information with each other. The designated professional firms identified on Appendix A may disclose Information as necessary in the ordinary course of their work to legal assistants, secretaries, or other non-professional staff, but shall disclose information only to individuals who have a need to know the Information for purposes of participating in the Investigations.

2. The Debtors may voluntarily make available for inspection and copying by the Reviewing Parties certain Information, including deposition transcripts, internal memoranda, and other documents and information. Upon the Debtors' request (the consent to which a Reviewing Party shall not unreasonably withhold), at the close

of the chapter 11 cases or such other time as may be reasonable the Reviewing Parties shall return all originals and return copies of any and all Information produced pursuant to this Agreement, and shall certify their compliance with this paragraph to the Debtors in writing, provided that the professionals retained by the Creditors' Committee may retain (but must use for no other purpose other than as set forth in paragraph 3) their own work product.

3. All Information received by the Reviewing Parties in connection with the Investigations shall be held in strict confidence and used solely for purposes of the Investigations and any litigation subsequently authorized by the Bankruptcy Court. The Reviewing Parties shall not disclose Information received in connection with the Investigations except to one another.

4. In the event that a Reviewing Party is legally required by the Bankruptcy Court, any other court of competent jurisdiction or by a federal, state or local governmental or regulatory body, to disclose any of the Information, such Reviewing Party shall, to the extent lawful, provide the Debtors with prompt written notice of any such requirement to the Debtors no less than ten business days prior to such required disclosure (provided that if a Reviewing Party is required to make a disclosure in less than 10 business days, such Reviewing Party shall provide notice to the Debtors as soon as reasonably practicable, but not later than one calendar day after the Reviewing Party is informed of the need to make such required disclosure) so that the Debtors may seek a protective order or other appropriate remedy and/or waive

compliance with this Agreement. The Reviewing Party shall provide service of such notice by facsimile and Federal Express to: (a) Delphi Corporation, Att'n: David Sherbin, 5725 Delphi Drive, Troy, MI 48098 (facsimile (248) 813-2491); (b) Delphi Corporation, Att'n: Joseph Papelian, 5725 Delphi Drive, Troy, MI 48098 (facsimile (248) 813-3251); and (c) Skadden, Arps, Slate, Meagher & Flom LLP, Att'n: John Wm. Butler, Jr., 333 W. Wacker Drive, Chicago, IL 60606 (facsimile (312) 407-0411). If, in the absence of a protective order or other remedy or the receipt of a waiver from the Debtors, such Reviewing Party is nonetheless required to disclose any of the Information, such Reviewing Party may, without liability hereunder, disclose only that portion of the Information which such Reviewing Party is advised by counsel it is legally required to disclose, provided that such Reviewing Party shall use its reasonable best efforts to preserve the privileges and confidentiality of the Information by reasonably cooperating with the Debtors to obtain an appropriate protective order or other reliable assurance that the privileges and other confidential treatment will be accorded the Information.

5. The parties agree that all Information provided to the Reviewing Parties prior to the execution of this Agreement was provided in furtherance of the parties' common interests and the prior provision of Information by the Debtors, and its receipt by the Reviewing Parties, is subject to this Agreement.

6. The Reviewing Parties will not assert that the Debtors' production of Information pursuant to this Agreement constitutes a waiver of the attorney-client

privilege, the attorney work product doctrine, or any other applicable privilege or protection.

7. The Creditors' Committee may exercise its own independent judgment in determining whether to participate in particular meetings and interviews being conducted by the Debtors in furtherance of the Investigations, through its own representatives.

8. No discovery in respect of matters that are the subject of the Investigations will be permitted unless (a) the Bankruptcy Court has issued an appropriate order, after the Debtors and Creditors' Committee have met and conferred on the subject matter of the discovery and a telephonic status conference has been held before the Bankruptcy Court pursuant to section 105(d) of the Bankruptcy Code, (b) the Debtors and the Creditors' Committee have otherwise agreed, or (c) in connection with an adversary proceeding initiated by the Debtors or a contested hearing adjudicating a motion initiated by the Debtors, such discovery is permissible under the Federal Rules of Civil Procedure or the Federal Rules of Bankruptcy Procedure (provided that all rights and defenses with respect thereto are reserved).

9. It is the express intent of the parties to this Agreement, and of the Bankruptcy Court, if it approves the Agreement, that the Agreement and the production of Information pursuant thereto will not confer upon any third party the right to obtain such Information, nor shall it limit the right of any party, including any Reviewing Party, to Information that is otherwise discoverable to the extent so ordered

by the Bankruptcy Court or another court of competent jurisdiction in litigation authorized by the Bankruptcy Court.

10. Nothing herein shall, or is intended in any way to limit, modify or otherwise diminish the Debtors' or the Creditors' Committee's rights and powers under applicable law, including under the Bankruptcy Code and Bankruptcy Rules, or the rights of the Creditors' Committee to seek Information from the Debtors that the Debtors do not voluntarily produce (provided that all defenses that Debtors may have to any such involuntary production are preserved).

11. Nothing herein shall be or is intended to constitute an admission by any person or entity of any wrongdoing or liability or of the existence of any claims or causes of action in connection with the subject matter of the Investigations or otherwise.

12. This Agreement shall be binding upon the parties' respective successors and assigns.

13. This Agreement shall be submitted for approval by the Bankruptcy Court, but if not approved, shall remain in full force and effect as an agreement among the parties.

14. This Agreement may be executed in several counterparts, all of which constitute the same agreement.

15. Nothing herein shall affect the separate and independent representation of the parties by their respective counsel nor shall anything herein be deemed to create

an attorney-client relationship between any attorney and anyone other than the client who hired that attorney. The sharing of Information pursuant to this Agreement shall not be a basis for disqualification of any Reviewing Party's counsel.

16. This Agreement constitutes the full agreement among the parties regarding the production and sharing of Information. Modifications of this Agreement must be in writing and signed by counsel to all parties hereto.

Dated: _____________, 2006

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP

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Attorneys for The Official Committee of
Unsecured Creditors

APPENDIX A

LIST OF REVIEWING PARTIES FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

DESIGNATED COMMITTEE MEMBERS
[list individuals and firm affiliations]

To be determined

DESIGNATED PROFESSIONALS
[list firms]

Latham & Watkins LLP
Mesirow Financial Consulting LLC
Jefferies & Company, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

- x		
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
- x		

ORDER APPROVING JOINT INTEREST AGREEMENT BETWEEN DEBTORS AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS, IMPLEMENTING PROTECTIVE ORDER, AND APPROVING PROCEDURES TO PROTECT INFORMATION IN FEE STATEMENTS

("JOINT INTEREST AGREEMENT ORDER")

Upon the motion, dated March 28, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 105, 107 and 1103 and Bankruptcy Rules 7026 and 9018, approving the Joint Interest Agreement[1] between the Debtors and the Creditors' Committee, preserving for the benefit of the Debtors' estates certain protections and privileges from disclosure of information and documents produced pursuant to the Joint Interest Agreement, and approving procedures to protect confidential and privileged information in fee statements and fee applications of professionals retained in these cases; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and

[1] Terms not defined herein shall have the meanings ascribed to them in the Motion.

other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Debtors and the Creditors' Committee are separate fiduciaries of these estates with distinct fiduciary duties that share a common interest with respect to the subject matter of the Information (as defined herein). In addition, the Court as well as the Debtors and the Creditors' Committee have an interest in ensuring that its orders are implemented appropriately. To carry out their respective fiduciary duties efficiently and effectively in general, the Debtors and the Creditors' Committee must be able to share confidential information within the subject matter of the Information free from the risk that any of them would be required to divulge such information to third parties later.

B. Given the common interest of the Debtors and the Creditors' Committee with respect to the Information, the sharing of the confidential Information between the Debtors and the Creditors' Committee shall not prejudice any rights, remedies, or causes of action of the Debtors or the Creditors' Committee applicable with respect to any causes of action arising out of the Information.

C. The Debtors' administration of their cases should not be prejudiced by the exchange of the Information. Any Information provided by the Debtors to the Creditors' Committee should be used only as provided in the Joint Interest Agreement.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. The Court hereby approves the Joint Interest Agreement, a copy of which is attached hereto as Exhibit 1. Any non-public information and documents provided by the Debtors to the Creditors' Committee related to the Investigations, whether written or oral, including by virtue of participation by any Reviewing Party (as defined below) in the Investigations, to the designees of the Creditors' Committee (which designees shall be the outside professionals of the Creditors' Committee and, at the election of the Creditors' Committee, either the chair of the Creditors' Committee or a subcommittee of the Creditors' Committee in a number reasonably acceptable to the Debtors) (each a "Reviewing Party"), shall be deemed confidential information subject to the provisions of the Joint Interest Agreement ("Information"), and no attorney-client, attorney work-product doctrine, or similar privilege shall be waived solely by reason of the sharing of such Information under the terms of the Joint Interest Agreement. The Debtors' provision of Information pursuant to the Joint Interest Agreement shall not confer upon any third party the right to obtain such Information, nor shall it limit the right of any party, including the Creditors' Committee, to Information that is otherwise discoverable to the extent so ordered by the Court or another Court of competent jurisdiction in litigation authorized by the Court.

3. Nothing in this Order shall preclude the Debtors from expressly waiving any privilege or attorney work-product doctrine applicable with respect to any Information in the future.

4. The Creditors' Committee may exercise its own independent judgment in determining whether to participate in particular meetings and interviews being conducted by the Debtors in furtherance of the Investigations.

5. Nothing in this Order or the Joint Interest Agreement shall limit, modify, or otherwise diminish the Debtors' or the Creditors' Committee's rights and powers under applicable law, including the rights of the Creditors' Committee, to seek Information from the Debtors that the Debtors do not voluntarily produce (provided that all defenses the Debtors may have to any such involuntary production are not diminished by this Order or the Joint Interest Agreement).

6. Nothing in this Order or in the Joint Interest Agreement shall affect the separate representation of the parties by their respective counsel nor shall anything in this Order or the Joint Interest Agreement be deemed to create an attorney-client relationship between any attorney and anyone other than the client who hired that attorney. The Debtors' provision of Information pursuant to the Joint Interest Agreement shall not be a basis for disqualification of any of the Creditors' Committee counsel.

7. No discovery in respect of matters that are the subject of the Investigations shall be permitted unless (a) the Bankruptcy Court has issued an appropriate order, after the Debtors and Creditors' Committee have met and conferred on the subject matter of the discovery and a telephonic status conference has been held before the Bankruptcy Court pursuant to section 105(d) of the Bankruptcy Code, (b) the Debtors and the Creditors' Committee have otherwise agreed, or (c) in connection with an adversary proceeding initiated by the Debtors or a contested hearing adjudicating a motion initiated by the Debtors, such discovery is permissible under the Federal Rules of Civil Procedure or the Federal Rules of Bankruptcy Procedure (provided that all rights and defenses with respect thereto are reserved).

8. The provisions of the Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 869), as amended (Docket No. 2747) relating to monthly fee statements and fee applications containing Confidential Time Records shall be modified in accordance with Exhibit 2 attached hereto. The dissemination and disclosure of the Confidential Time Records in accordance with these procedures shall not constitute a waiver of the attorney-client or attorney work product privileges, or of any right to the confidentiality of such information by any party. The Debtors shall promptly serve a copy of this Order on all professionals retained pursuant to a retention order entered by this Court.

9. The Court expressly retains exclusive jurisdiction to determine any dispute regarding the interpretation or enforcement of this Order and the Joint Interest Agreement. On request of a party in interest, the Court may issue any order necessary or appropriate to enforce or give effect to the provisions of this Order or the Joint Interest Agreement, including, but not limited to, this retention of jurisdiction.

10. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
April ___, 2006

____
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

Hearing Date: April 7, 2006
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

- -	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
- -	x	

DEBTORS' OMNIBUS REPLY TO OBJECTIONS TO MOTION FOR
ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR. P. 6004 APPROVING
DEBTORS' HUMAN CAPITAL HOURLY ATTRITION PROGRAMS

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively,

the "Debtors"), hereby submit this response (the "Reply") to the three objections timely filed to the Debtors' Motion For Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Approving The Debtors' Human Capital Hourly Attrition Programs, dated March 22, 2006 (the "Motion"). Such objections include (a) Appaloosa Management L.P.'s ("Appaloosa") Preliminary Objection To Motion For Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Approving The Debtors' Human Capital Hourly Attrition Programs, dated March 30, 2006, (Docket No. 3021), supplemented by Appaloosa Management L.P.'s Supplemental Objection To Motion For Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Approving the Debtors' Human Capital Hourly Attrition Programs, dated April 4, 2006, (Docket No. 3098); (b) Limited Objection of the Official Committee of Unsecured Creditors (the "Creditors' Committee") To Motion For Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Approving The Debtors' Human Capital Hourly Attrition Programs, dated April 4, 2006, (Docket No. 3092), amended by Amended Limited Objection of the Official Committee of Unsecured Creditors To Motion For Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Approving The Debtors' Human Capital Hourly Attrition Programs, dated April 5, 2006, (Docket No. 3108); and (c) Limited Objection of Wilmington Trust Company, as Indenture Trustee ("WTC" and, collectively with Appaloosa and the Creditors' Committee, the "Objectors"), To Motion For Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Approving The Debtors' Human Capital Hourly Attrition Programs, dated April 4, 2006, (Docket No. 3097) (collectively, the "Objections").[1] In support of this Reply, the Debtors respectfully represent as follows:[2]

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[1] On April 6, 2006, two days after the objection period ended, Law Debenture Trust Company ("Law Debenture") filed its Limited Objection of Law Debenture Trust Company of New York, As Indenture Trustee, To Motion For Order Under 11 U.S.C. § 363 (b) And Fed. R. Bankr. P. 6004 Approving Debtors' Human Capital Hourly Attrition

(cont'd)

Preliminary Statement

1. Within hours of having reached agreement with GM and the UAW, the Debtors filed the Motion seeking approval and authorization to implement a tripartite agreement (the "UAW Special Attrition Program Agreement") by and among Delphi, GM, and the UAW that creates retirement incentives and programs and certain flowback opportunities for UAW-represented Delphi employees (the "UAW Special Attrition Program") and to allow Delphi to enter into similar programs (collectively, the "Hourly Attrition Programs") with certain of its other unions. The International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW") and General Motors Corporation ("GM"), parties to the UAW Special Attrition Program, each filed a statement supporting the relief requested by the Motion.[3]

2. Only Appaloosa opposes the UAW Special Attrition Program and the Hourly Attrition Programs themselves. The Creditors' Committee and WTC have each filed narrow, limited objections going to GM claims matters. The only disagreement that is unresolved with respect to these objections[4] is whether the Creditors' Committee can convince

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(cont'd from previous page)

Programs (Docket No. 3130) (the "Law Debenture Objection"). The Law Debenture Objection is, in fact, a joinder in the objections of the Creditors' Committee and WTC and raises no new objections to the relief sought in the Motion.

2 Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

3 See Response of UAW In Support Of Debtors' Motion For Approval Of UAW Special Attrition Program, dated March 24, 2006 (Docket No. 2958) (the "UAW Supporting Response") and Response of General Motors Corporation In Support Of Debtors' Motion For Order Approving Human Capital Hourly Attrition Programs, dated April 4, 2006 (Docket No. 3090) (the "GM Supporting Response").

4 As discussed below, WTC also objects to the Motion on the grounds that this Court should not grant the Debtors prospective authority to enter into agreements providing for

(cont'd)

the Court to rewrite a tripartite agreement to reduce the "claims channels" pursuant to which GM can assert (subject to a full reservation of rights to object by all parties) a prepetition unsecured claim as to certain postpetition accommodations extended to Delphi by GM.[5] Appaloosa, on the other hand, is the sole party in these chapter 11 cases that would have the Court unravel the "soft landings" that have been painstakingly negotiated by Delphi, GM, and the UAW for Delphi's UAW-represented hourly labor force.

3. As the Debtors will detail below, the actual facts of the Debtors' current labor situation unquestionably evidence that approval of the Motion is in the best interests of the Debtors and their estates and the Debtors' determination to enter into the UAW Special Attrition Program Agreement and the Hourly Attrition Programs constitutes a reasonable exercise of their business judgment.

Argument

A. The Hourly Attrition Programs Reflect A Sound Exercise Of Business Judgment

4. Bankruptcy Code section 363(b) permits a debtor-in-possession, after notice and a hearing, to "use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). Courts may authorize a debtor to use estate property pursuant to section 363(b)(1) whenever the debtor, in good faith, has provided a "good business

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reasonably comparable (as to the Debtors' obligations) Hourly Attrition Programs for the Debtors' non-UAW, union-represented employees.

5 Further, the Court's role should not be to rewrite the terms of an agreement reached between Delphi and third parties. In re Global Crossing Securities and ERISA Litig., 225 F.R.D. 436, 455 (S.D.N.Y. 2004) ("Although the Court must make its own independent evaluation of the settlement, the Court must also assess the settlement as it stands, without modifying its terms. . .and without substituting its 'business judgment for that of counsel, absent evidence of fraud or overreaching.'") (citing In re Warner Communication Sec. Litig., 798 F.2d 35, 37 (2d Cir. 1986)).

reason" that the proposed usage will ultimately "aid in the reorganization." In re Lionel Corp., 722 F.2d 1063, 1071 (2d Cir. 1983). The Code provides the court "considerable discretion" in addressing such a section 363(b) motion, and the Court's factual findings will stand unless clearly erroneous. In re Montgomery Ward Holding Corp., 242 B.R. 147, 152-53 (Bankr. D. Del. 1999).

5. The Second Circuit has held that, while the Bankruptcy Court sits as an "overseer of the wisdom with which the bankruptcy estate's property is being managed by the . . . debtor-in-possession," it must nevertheless resist becoming "arbiter of disputes between creditors and the estate." In re Orion Pictures Corp., 4 F.3d 1095, 1098-99 (2d Cir. 1993). The Court's consideration of a debtor's section 363(b) motion is a summary proceeding, intended merely as a means to "efficiently review the . . . debtor's decision[s] . . . in the course of the swift administration of the bankruptcy estate. It is not the time or place for prolonged discovery or a lengthy trial with disputed issues." Orion Pictures, 4 F.3d at 1098-99.

6. The debtor has the burden of establishing a valid business purpose for the use of estate property outside the ordinary course of business. Lionel, 722 F.2d at 1070-71. Once the debtor has done so, a presumption arises that the debtor's decision was made on an informed basis, in good faith, and in an honest belief that the action was in the best interests of the estate. In re Integrated Res., Inc., 147 B.R. 650, 656 (Bankr. S.D.N.Y. 1992). Thereafter, "[p]arties opposing the proposed exercise of a debtor's business judgment have the burden of rebutting the presumption of validity." Id. To satisfy its burden, it is not enough for an objector simply to raise and argue an objection. Rather, an objector "is required to produce some evidence respecting its objections." Lionel, 722 F.2d at 1071.

7. As a rule, the debtor's business judgment "should be approved by the court unless it is shown to be 'so manifestly unreasonable that it could not be based upon sound business judgment, but only on bad faith, or whim or caprice.'" In re Aerovox, Inc., 269 B.R. 74, 81 (Bankr. D. Del. 2001) (quoting In re Interco, Inc., 128 B.R. 229, 234 (Bankr. E.D. Mo. 1991)).

8. Here, the Debtors chose to enter into the UAW Special Attrition Program Agreement and seek authority for the Hourly Attrition Programs after determining that such actions will aid the Debtors in reorganizing their businesses. As stated in the Motion, Delphi's labor agreements are unsustainable. To stem the Debtors' operating losses from their U.S. operations and achieve the Debtors' transformation, Delphi's existing labor agreements must be modified (a) by obtaining hourly wage and benefit cost levels which are competitive with other U.S. auto parts suppliers, (b) by addressing those provisions that limit Delphi's ability to respond to market forces by selling or closing unnecessary or unprofitable operations, or by laying off excess employees, and (c) by addressing Delphi's substantial liabilities for retirement benefits for hourly employees and costly retiree health care plans. The Hourly Attrition Programs are a significant step to enable realignment of Delphi's global product portfolio and manufacturing footprint, as well as reduction of Delphi's non-competitive hourly U.S. workforce to levels needed to operate its realigned U.S. operations.

9. The value of the Debtors' estates is materially dependent on maintaining customer supply through rigorous shipping compliance at world-class quality levels as well as the ability to win profitable new business (especially non-GM business). Although Delphi must modify its labor agreements, it cannot operate or maximize enterprise value without the ultimate support of its employees. Therefore, as stated in Delphi's March 31, 2006 press release, while

the Debtors, through their Court filings on March 31, 2006, have taken necessary procedural steps to enable action that may become necessary at some point in the future, Delphi is singularly focused on reaching a consensual resolution with all of its unions and GM before any court hearing is necessary.

10. Delphi negotiated the terms of and entered into the UAW Special Attrition Program in the spirit of reaching consensual resolution. The UAW Special Attrition Program Agreement is the product of extensive and complex negotiations among the Debtors, the UAW, and GM. As acknowledged in both the UAW Supporting Response and the GM Supporting Response, the negotiations over the UAW Special Attrition Program were "complex," "intense and often contentious." UAW Supporting Response at ¶ 1; GM Supporting Response at ¶ 5. Nonetheless, when the parties completed their negotiations, they had come to a mutual agreement that Delphi believes is a reasonable agreement with the UAW and GM and one that will benefit its estate and aid in its reorganization. Furthermore, the UAW and GM are indispensable parties to any voluntary attrition program – Delphi could not successfully implement a stand-alone attrition program.

11. Moreover, entry into the UAW Special Attrition Program Agreement has had, and will continue to have, a positive effect on the overall negotiations between Delphi, its unions, and GM. Indeed, in its response to the Motion, the UAW stated that the UAW Special Attrition Program represents "a positive step in the parties' efforts to address challenging issues." UAW Supporting Response at ¶ 4. The UAW further stated that "the constructive results

achieved in this agreement demonstrate the value of a consensual resolution of difficult and complex matters affecting tens of thousands of hourly employees and their families." Id.[6]

12. Delphi maintains that the Hourly Attrition Programs are beneficial for Delphi's labor reorganization because they will incentivize attrition and prevent most of Delphi's long-term employees from feeling the full weight of the necessary modifications to Delphi's labor agreements. Delphi believes that the UAW Special Attrition Program could provide as many as 18,000 of Delphi's 23,000 existing UAW-represented long-term hourly employees programs with "soft landings" – approximately 13,000 being able to participate in retirement attrition programs, and 5,000 or more flowing back to GM. If extended to other unions, the Hourly Attrition Programs could provide as many as 4,500 additional hourly employees with retirement programs or incentives.

13. In light of the Debtors' transformation plan described in Delphi's March 31, 2006, press release, the Hourly Attrition Programs' "soft landings" should ease the sudden impact upon employees from the economic hardship that they might otherwise face as a result of Delphi's financial situation and enhance Delphi and its unions' ability to achieve a consensual resolution of Delphi's remaining labor issues that will be ratifiable by the unions' members. Even if Delphi must proceed in chapter 11 and obtains Court authority to reject and subsequently modify its collective bargaining agreements and modify its retiree benefits, to continue its

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6 While the pleadings go on to chastise the Debtors for their 1113/1114 filing as to the unions and 365 filing as to GM, both filings were also a prudent exercise of the Debtors' business judgment six months into these chapter 11 cases and where no comprehensive agreements have yet been reached since discussions began in the second quarter of 2005 – particularly where Delphi has been clear that successfully prosecuting the motions will not result in immediate imposition of full relief without continued negotiations.

ongoing operations, Delphi must reach a resolution with its unions that the unions' membership will ratify and will keep employees working.

14. Delphi believes that creating a "soft landing" for excess or high cost employees is critical to facilitating the structure of and subsequent ratification of any modified labor agreement that Delphi ultimately reaches with its unions. Moreover, a voluntary attrition plan such as the UAW Special Attrition Program is superior to other alternatives because it encourages the attrition of senior, higher-rate employees. Finally, the Debtors anticipate that the Hourly Attrition Programs will generate positive cash flow in 2006 resulting from the reductions in the Debtors' workforce and cost savings from utilizing lower-rate employees.

15. The timing of the UAW Special Attrition Program was critical to the Debtors. GM and the UAW separately were negotiating an attrition program related to GM's hourly employees. If the Debtors did not become involved in the initial discussions regarding potential attrition programs, and instead waited until after GM and the UAW reached their own agreement, then the Debtors could have been severely prejudiced because they may have been anchored to the terms of the GM-UAW attrition program. By taking a proactive approach, the Debtors had greater ability and flexibility to negotiate terms more favorable to the Debtors and more specifically tailored to the needs and interests of their hourly employees.

16. Delphi could not achieve this "soft landing" without GM's support. Many of Delphi's hourly employees may view the option to retire as a GM retiree as more appealing than retiring as a Delphi retiree. In addition, GM's financial support enables the Debtors to provide their most senior hourly employees appropriate incentives to retire at an accelerated rate. Should the Motion not be approved, the Debtors may not have a future opportunity to achieve these "soft landings." As stated in the GM Supporting Response, the agreement is integrated and

comprehensive – none of the parties to the UAW Special Attrition Program is obligated to another unless the Court approves Delphi's entry into the agreement. GM Supporting Response at ¶ 5. Moreover, there is no guarantee that the UAW and GM will be amenable to the same terms as are made in the UAW Special Attrition Program if the approval is deferred or denied. Id. GM is not obligated to enter a deal with Delphi and will only enter a deal if it receives some benefit under such agreement.

17. As described in the Motion, GM will likely assert claims against the Debtors related to obligations assumed and/or undertaken by GM as part of the UAW Special Attrition Program. The UAW Special Attrition Program Agreement expressly provides, however, that nothing therein would be deemed to create an administrative or priority claim with respect to GM or to convert a prepetition claim into a postpetition claim or an administrative expense with respect to any party to the Agreement. Further, entry into the UAW Special Attrition Program Agreement does not prejudice the rights of any interested party (including the Debtors and the Creditors' Committee) with respect to, among other things, the administration, reconciliation, and ultimate allowance, if ever, of such assertable claims. With certain exceptions, the Debtors believe that any claims that would be asserted by GM under the UAW Special Attrition Program Agreement would relate to claims that GM would have otherwise asserted against Delphi under certain other agreements between GM and Delphi even absent entry into the UAW Special Attrition Program Agreement.[7]

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[7] It is possible that a significant portion of the claims that may be asserted by GM under the UAW Special Attrition Program Agreement would relate to GM's assumption of OPEB obligations for Eligible Employees who elect to flowback to GM. Although Appaloosa has previously argued that Delphi's OPEB obligations would "go away because the collective bargaining agreements go away in 2007," the Debtors do not consider this argument tenable. Furthermore, this Court has previously considered such

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18. In sum, the Debtors believe that the Hourly Attrition Programs constitute an important first step in implementing their transformation plan. Particularly, the Debtors believe that implementing the Hourly Attrition Programs, and the anticipated sharing of the costs of the Hourly Attrition Programs between the Debtors and GM, including GM's commitment to provide significant financial support toward the UAW Special Attrition Plan, will improve the Debtors' net cash flow and reduce the Debtors' projected operating losses in comparison to the status quo over the five-year period from 2006 through 2010. Even more, the Hourly Attrition Programs are a critical first step to facilitating the Debtors' transformation plan.

B. The Objectors' Arguments Should be Overruled and the Relief Granted

19. As noted above, three timely objections were filed to the Motion – objections of Appaloosa Management L.P. ("Appaloosa"), the Official Committee of Unsecured Creditors ("Creditors' Committee), and Wilmington Trust Company ("WTC"). The Debtors, in this section, will respond to discrete issues raised by one or more Objectors. For convenience, attached hereto as Exhibit A is a chart summarizing the issues raised by each of the Objectors.

1. Objections Regarding the Debtors' Business Judgment

20. As noted above, the appropriate standard for review of a debtor's motion to use estate property outside the ordinary course of business is whether the debtor has provided a good business reason that the use of estate property will aid in the debtor's reorganization.[8]

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argument and described it as "almost laughable." Tr. of March 22, 2006 Evidentiary Hearing, at pp. 177-78.

[8] Further, the Motion in no way constitutes a sub rosa plan of reorganization and there is no basis for this Court to apply a heightened level of scrutiny, as requested by Appaloosa. The Braniff case cited by Appaloosa addressed a transaction significantly different than the Debtors' proposed implementation of the Hourly Attrition Plans. Pension Benefit Guaranty Corp. v. Braniff Airways, Inc. (In re Braniff Airways, Inc.), 700 F.2d 935 (5th

(cont'd)

Once such a showing is made, an objecting party must overcome the substantial deference provided to a debtor's exercise of its business judgment by demonstrating that the debtor's business judgment is so manifestly unreasonable that it could not possibly be based upon sound business judgment. The Debtors respectfully assert that the Debtors have clearly met their burden under section 363(b) with respect to the relief sought in the Motion.

21. Nevertheless, Appaloosa argues that, in order to meet their burden under section 363(b), the Debtors must provide parties-in-interest with substantial, detailed financial projections addressing various scenarios under which Appaloosa believes the Debtors could attempt to reorganize their operations. Appaloosa's argument is, however, contrary to Second Circuit precedent, which provides that the court's consideration of a motion under section 363 is intended to be a summary proceeding and is not the place for prolonged discovery. See Orion Pictures Corp., 4 F.3d at 1098-99.

22. The Debtors did, however, provide Appaloosa with extensive discovery. On March 30, 2006,[9] Appaloosa served the Debtors with wide-ranging document requests and

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Cir. 1983). In a subsequent decision, the Fifth Circuit found the Braniff case to be "entirely distinguishable" where a proposed transaction did not dispose of all claims against the debtor, did not restrict creditors' rights to vote as they saw fit on a proposed reorganization plan and did not dispose of "virtually all" of the debtor's assets. Official Comm. of Unsecured Creditors v. Cajun Elec. Power Cooperative, Inc. (In re Cajun Elec. Power Cooperative, Inc.), 119 F.3d 349, 355 (5th Cir. 1997). Similarly, courts in this District have held that an agreement that "does not interfere with any safeguards of disclosure and voting rights afforded creditors under the Bankruptcy Code" and is not "an evasion of the plan confirmation process" does not constitute a sub rosa plan. Motorola, Inc. v. Off. Comm. of Unsecured Creditors (In re Iridium Operating LLC), Case No. 01 Civ. 5429 (GBD), 2005 WL 756900 at *8 (S.D.N.Y. Apr. 4, 2005). As the relief sought in the Motion does not implicate any of these issues, it clearly does not constitute a sub rosa plan.

[9] The Debtors did not accept earlier service on March 27, 2006 prior to Appaloosa's filing of an objection as this matter was not yet contested.

interrogatories, as well as a notice of Rule 30(b)(6) deposition. Following the Debtors' receipt of such requests, the Debtors, Appaloosa and the Creditors' Committee participated in a lengthy meet and confer during which the parties reached agreement upon more limited discovery which the Debtors would agree to provide. In particular, the Debtors, pursuant to an agreed-upon discovery schedule, produced over 500 pages of documents to Appaloosa and made both John D. Sheehan, Vice President, Chief Restructuring Officer, Chief Accounting Officer, and Controller of Delphi, and Kevin M. Butler, Vice President, Human Resource Management, of Delphi, available for three-hour depositions, which took place on Wednesday, April 5, 2006. In addition, the Debtors provided declarations of John D. Sheehan and Kevin M. Butler to each of the Objectors, as well as GM and the UAW, on Tuesday, April 4, 2006 (to Appaloosa) and Wednesday, April 5, 2006 (to the remaining Objectors, GM, and the UAW).[10]

23. There is ample justification for Delphi's determination to enter into the UAW Special Attrition Program Agreement and for the Debtors' request to be authorized to implement other Hourly Attrition Programs. Implementation of the Hourly Attrition Programs constitutes a significant step to enable realignment of the Debtors' global product portfolio and manufacturing footprint. Furthermore, entry into the UAW Special Attrition Program Agreement, while representing only one element in the Debtors' overall effort to address the Debtors' current uncompetitive U.S. cost structure, evidences crucial progress in the Debtors' negotiations of a consensual resolution with two key constituencies – GM and the UAW.[11] By

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10 Each of the declarations contain confidential information and therefore have not been filed with the Court.

11 The importance of the UAW Special Attrition Program Agreement to the Debtors' overall negotiations has also been noted by each of GM and the UAW. See GM Supporting Response at ¶ 4 ("GM is prepared to help finance this significant step towards ensuring

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providing a substantial number of Delphi's employees with a "soft landing," implementation of the Hourly Attrition Programs directly addresses the concerns of the Debtors' employees, customers, and other key constituent groups, thereby providing distinct operational benefits. Finally, because GM has agreed to shoulder a significant portion of the obligations arising as a result of the UAW Special Attrition Program Agreement, the Debtors' implementation of the Hourly Attrition Programs will generate significant financial benefits, both by way of enhanced cash flow and decreased operating losses over the five-year period from 2006 through 2010 versus the status quo.

24. Contrary to Appaloosa's objection, section 363(b) of the Bankruptcy Code does not require the Debtors to provide analysis supporting that the proposed use of estate property is favorable to any other potential alternative use of such property, no matter how remote in likelihood. Furthermore, Appaloosa's objection is bereft of any evidentiary support for Appaloosa's assertion that entry into the UAW Special Attrition Program Agreement and implementation of the Hourly Attrition Programs is not a valid exercise of the Debtors' business judgment or that such decision is "manifestly unreasonable." Aerovox, 269 B.R. at 81. As such, the Debtors respectfully assert that the relief sought in the Motion should be authorized under section 363(b) of the Bankruptcy Code as a valid exercise of the Debtors' business judgment and Appaloosa's objection should be overruled.

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that the Debtors may emerge from chapter 11 as a viable supplier to the automotive industry, under the terms set forth in the Agreement"); UAW Supporting Response at ¶ 4 ("the UAW Special Attrition Program represents a positive step in the parties' efforts to address challenging issues").

2. Objections Related to Potential Claims of GM

25. The Objectors have raised certain objections to the provisions of the UAW Special Attrition Program Agreement which relate to potential claims GM may assert with respect to certain Delphi obligations that GM has agreed to assume pursuant to the terms of the UAW Special Attrition Program Agreement. Initially, the Debtors have agreed, in order to remove any ambiguity with respect to the reconciliation and potential allowance of GM claims pursuant to this Court's approval of the UAW Special Attrition Program Agreement, to include the following language in a modified proposed order, a marked copy (against the version filed with the Motion) of which is attached hereto as Exhibit B:[12]

> For the avoidance of doubt, nothing in the Motion, the UAW Special Attrition Program Agreement or any other document shall prejudice the right of any interested party (including the Debtors and the Creditors' Committee) to challenge the allowability, amount or priority of any claims asserted by GM, except that GM's claims, if any, with respect to OPEB under paragraph 4. of the UAW Special Attrition Program Agreement or active health care and life insurance under Paragraph 7.d. of the UAW Special Attrition Program Agreement shall not be subject to objection on the basis that the claims were not assertable under U.S. Employee Matters Agreement (including without limitation, related flowback agreements and the UAW-GM-Delphi Memorandum of Understanding – Benefit Plan Treatment and the UAW-GM-Delphi Flowback Agreements contained in the 1999 and 2003 GM-UAW and Delphi-UAW Contract Settlement Agreements), Delphi's Agreement dated December 22, 1999 to indemnify GM for its liability under the Benefit Guarantee as if all conditions for the triggering of GM's claim shall have occurred, and Delphi's general indemnity of GM under the Master Separation Agreement.

26. The UAW Special Attrition Program Agreement is the product of extensive negotiations among Delphi, GM and the UAW spanning multiple days of round-the-clock face-to-face meetings. Importantly, the Debtors could not have implemented such an

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12 As WTC objects to the provisions of the UAW Special Attrition Program Agreement relating to GM's claims solely on the basis that such provisions could be read to grant GM an allowed claim, the Debtors believe that this proposed clarifying language should resolve WTC's objection.

attrition program on a stand-alone (i.e., without the cooperation and support of GM and the UAW) basis, nor do the Debtors have the ability to force non-consensual reductions in workforce (outside of the section 1113 process). Therefore, entry into a tripartite agreement with the GM and the UAW was essential to the Debtors' ability to enact these important plans.

27. Pursuant to the UAW Special Attrition Program Agreement, GM has agreed to assume a substantial portion of the costs associated with implementation of the UAW Special Attrition Program. Specifically, GM has agreed to pay one-time, lump-sum incentive payments in the amount of $35,000 to employees who are eligible to retire under the normal or early voluntary provisions of the Delphi Hourly-Rate Employees Pension Plan (the "HRP") in exchange for their agreement to retire and grant a release of claims. Furthermore, GM has agreed to assume OPEB obligations for employees who flowback to GM, including those employees who flowback to GM for purposes of retiring ("check the box"). GM has also committed to subsidize any health care coverage differential for Delphi employees participating in the Delphi pre-retirement program. Finally, GM has committed to allowing 5,000 Delphi UAW-represented employees to flow back to GM. GM would similarly assume OPEB obligations for such employees as they flow back to GM and has agreed to expand the scope of its prior agreement to permit such flowback. GM's financial commitment to Delphi employees under the UAW Special Attrition Program Agreement is so substantial that Delphi's entry into an attrition program for UAW-represented employees would likely not have been feasible without GM's commitments.[13]

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[13] GM will likely seek "credit" to recoup these contributions in any comprehensive settlement but GM's obligations are not conditioned on such a settlement.

28. Delphi's entry into the UAW Special Attrition Program Agreement, as well as its ability to enter into reasonably comparable agreements with its other unions as such agreements are reached, is a critical first step in the Debtors' efforts to realign their global product portfolio and manufacturing footprint, as well as to reduce the Debtors' traditional-rate hourly U.S. workforce to levels needed to run its realigned U.S. operations. The statements in support of the Motion filed by each of GM and the UAW further acknowledge the importance of this Court's timely approval of Delphi's entry into the UAW Special Attrition Program Agreement to the parties' continuing negotiations regarding the consensual resolution of their numerous remaining issues, without resolution of which the Debtors will be unable to formulate and implement a plan of reorganization in these cases.

29. Nevertheless, and despite the financial obligations GM has agreed to assume under the UAW Special Attrition Program Agreement, Appaloosa and the Creditors' Committee assail the terms of the UAW Special Attrition Program Agreement on the basis of terms that GM extracted from Delphi as a condition of GM's entry into the agreement. However, neither acknowledges that GM's financial support of the UAW Special Attrition Program is critical to the overall viability of the Program or that GM was under no obligation to provide such financial support to Delphi. Rather, each of such Objectors appears to take the untenable position that Delphi should have been able to receive all of the benefits of the UAW Special Attrition Program Agreement without providing GM with any corresponding benefit. To expect GM to take on what will likely amount to hundreds of millions of dollars in obligations without receiving any benefit whatsoever simply does not acknowledge the respective leverage of the parties or the commercial realities of the Debtors' situation.

30. Furthermore, the terms provided to GM under the UAW Special Attrition Program Agreement in exchange for its agreement to take on such financial obligations are narrowly-tailored, reasonable, and preserve substantial rights for all parties-in-interest, including Appaloosa and the Creditors' Committee, to later challenge any claims that GM may assert related to the obligations which it has agreed to assume by the terms of the UAW Special Attrition Program Agreement. The only term that the Debtors have provided to GM with respect to its claims, if any, with respect to OPEB or active health care and life insurance is the agreement that such claims would not be subject to objection on the basis that the claims were not assertable under one of the three GM agreements expressly set forth in paragraph 7.b of the UAW Special Attrition Program Agreement.[14] Further, GM has agreed to accept a prepetition general unsecured claim on account of such obligations, which claim will be paid (likely at less than 100 cents on the dollar) pursuant to the terms of the plan of reorganization confirmed and consummated in these chapter 11 cases. GM is further incurring hundreds of millions of dollars in additional immediate obligations – for the $35,000 incentive payments to employees who are eligible to retire under the normal or early voluntary provisions of the HRP – without Delphi's agreement to provide GM with any claim or compensation for incurring such obligations.

31. Other than the clarifying paragraph provided above, the Debtors respectfully request that this Court overrule the objections to the provisions of the UAW Special

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[14] Appaloosa also objects to GM's claim for OPEB obligations being assertable against Delphi, as provided by the terms of the UAW Special Attrition Program Agreement. Delphi is the party to all relevant outstanding agreements relating to such OPEB obligations owing to Eligible Employees and, therefore, claims related thereto are properly assertable against the estate of Delphi Corporation and not against the estates of other of the Debtors. Contrary to Appaloosa, the Debtors will not speculate as to the terms of any future agreements regarding OPEB, as such agreements will be the product of negotiations between Delphi and its unions.

Attrition Program Agreement relating to GM's claims. Such objections reflect nothing more than attempts by Appaloosa and the Creditors' Committee to retrade the carefully-crafted and extensively-negotiated terms of the UAW Special Attrition Program Agreement. Such attempts jeopardize the parties' overall agreement and all of the benefits that will be realized by Delphi and its employees thereunder. Indeed, GM expressly noted this fact in its statement in support. See GM Supporting Response at ¶5 ("[The Agreement] is a comprehensive and integrated agreement. No party has any obligation to any other party unless the entire Agreement is approved as to Delphi. If the benefits are to be realized, time is of the essence. There is no assurance that the UAW and GM will be amenable to making the same concessions if approval of the program is deferred or denied."). Delphi would not be able to achieve more favorable results if the parties were forced to reopen negotiations over the terms of the UAW Special Attrition Program Agreement.

3. Objections Related to the Debtors' Entry into Hourly Attrition Program Agreements

32. Each of Appaloosa and WTC object to the Motion based upon the assertion that this Court should not authorize the Debtors to enter into agreements providing for reasonably comparable (as to the Debtors' obligations) Hourly Attrition Programs for the Debtors' non-UAW, union-represented employees (the "Hourly Attrition Program Agreements") absent specific Court approval.[15]

33. The Debtors dispute that this relief cannot appropriately be granted under section 363(b) of the Bankruptcy Code. First, this Court has previously granted the Debtors authority to take action prospectively under section 363 of the Bankruptcy Code. See, e.g.,

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[15] The Creditors' Committee raises a similar objection in requesting that the Creditors' Committee be provided with oversight over the Debtors' entry into any Hourly Attrition Programs covering non-UAW represented employees.

Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances and to Pay Market Rate Broker Commissions in Connection with Such Sales without Further Court Approval (Docket No. 766); Order Under 11 U.S.C. §§ 363(b) and 365(a) and Fed. R. Bankr. P. 9019 Order Approving Procedures to Assume Certain Amended and Restated Sole Source Supplier Agreements (Docket No. 1494); Order Under 11 U.S.C. §§ 363, 1107, and 1108 Approving Procedures to Enter Into or Renew Real Property Leases Without Further Court Approval (Docket No. 1777). Therefore, these objections are inconsistent with prior orders entered by this Court. Furthermore, as described above, the Debtors have provided ample justification for their entry into the Hourly Attrition Program Agreements under section 363(b) and nothing contained in the objections disputes the underlying rationales or factual support for the Debtors' exercise of their business judgment. Therefore, the Debtors respectfully assert that these objections are without merit and should be overruled.

34. Further, in response to the request of the Creditors' Committee reflected in its objection, the Debtors have agreed to include provisions in the modified proposed order to be submitted to the Court providing the Creditors' Committee with advance notice and an opportunity to object to the Debtors' entry into any such Hourly Attrition Program Agreements. The Debtors believe that this grant of additional oversight to the Creditors' Committee should alleviate any concerns of any other party-in-interest, including Appaloosa and WTC, regarding the appropriateness of those provisions of the order. Furthermore, the alternative suggested by Appaloosa and WTC – ostensibly, that the Debtors be forced to file separate motions with respect to each separate Hourly Attrition Program Agreement – would be incredibly inefficient and costly, while providing no concomitant benefit to parties-in-interest. The proposed order

would limit the Debtors' authority to enter into such Hourly Attrition Program Agreements to only such agreements as are reasonably comparable to the UAW Special Attrition Program Agreement, as they relate to the Debtors' obligations, and would provide the Creditors' Committee with a meaningful oversight role, similar to the role played by the Creditors' Committee with respect to prior orders of this Court granting the Debtors prospective authority, including those referenced above. Given those protections against any abuse of the Debtors' discretion, Appaloosa and WTC's concerns are unfounded and would constitute a waste of the Debtors' resources. Therefore, the Debtors respectfully request that these objections be overruled to the extent that they are not resolved by the Debtors' proposed language referenced above.

WHEREFORE the Debtors respectfully request that this Court enter an order (a) overruling the Objections, (b) granting the Motion, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York
April 6, 2006

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Exhibit A

Chart of Objections to the Hourly Attrition Programs Motion (the "Motion")
Organized by Objection[1]

	OBJECTION ASSERTED	OBJECTING PARTY	RESOLUTION, RESPONSE OR PROPOSAL
1.	Assertion that the Debtors have not provided sufficient support for the relief sought in the Motion to demonstrate a reasonable exercise of the Debtors' business judgment	3021/3098 – Appaloosa	The Debtors have met the standard under applicable case law with respect to approval of the Motion under section 363 of the Bankruptcy Code
2.	Assertion that the terms of the UAW Special Attrition Program Agreement should be modified by the Court to limit certain potential claims of GM	3092/3108 – Creditors' Committee 3097 – WTC 3098 – Appaloosa	The terms of the UAW Special Attrition Program Agreement are highly negotiated between Delphi, GM and the UAW and entry into the Agreement is in the best interests of the Debtors and their estates.
3.	Assertion that the Debtors need specific authority from the Court to enter Hourly Attrition Programs	3092/3108 – Creditors' Committee 3097 – WTC 3098 – Appaloosa	While approval of the Hourly Attrition Programs is appropriate, the Debtors have agreed to provide advance notice and an opportunity to object to the Creditors' Committee

DOCKET #	OBJECTING PARTY
3021	Appaloosa Management L.P. ("Appaloosa")
3092	Official Committee of Unsecured Creditors ("Creditors' Committee")
3097	Wilmington Trust Company ("WTC")
3098	Appaloosa (Supplemental Objection)
3108	Creditors' Committee (Amended Objection)

[1] This chart reflects all objections entered on the docket as of April 5, 2006.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)

ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR. P. 6004
APPROVING DEBTORS' HUMAN CAPITAL HOURLY ATTRITION PROGRAMS

("HUMAN CAPITAL HOURLY ATTRITION PROGRAMS ORDER")

Upon the motion, dated March 22, 2006 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 363(b) and Rules 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (a) approving and authorizing the Debtors to enter into agreements providing for the human capital hourly attrition programs (collectively, the "Hourly Attrition Programs") covering the majority of the Debtors' hourly union-represented employees, (b) authorizing the Debtors to implement the Hourly Attrition Programs, (c) authorizing and approving the UAW Special Attrition Program Agreement (as defined in ordering paragraph 2 below), and (d) approving the provisions set forth in paragraphs 3.b.iv.3, 7.b, 7.c and 7.d of the UAW Special Attrition Program Agreement (provided, however that such express approval thereof shall not be deemed to limit in any way this Court's approval of any other provisions of the UAW Special Attrition Program Agreement); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and

adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED and the Hourly Attrition Programs are hereby APPROVED.

2. The Debtors are hereby authorized to enter into the agreement by and among Delphi Corporation, General Motors Corporation ("GM"), and the United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW") attached hereto as Exhibit 1 (the "UAW Special Attrition Program Agreement") and to implement the terms of such UAW Special Attrition Program Agreement.

3. The Debtors are hereby authorized, but not directed, to enter into agreements providing for reasonably comparable (as to the Debtors' obligations) Hourly Attrition Programs for the Debtors' non-UAW, union-represented employees (the "Hourly Attrition Program Agreements") and to implement such Hourly Attrition Programs provided for by the terms of the Hourly Attrition Program Agreements, which shall be on terms reasonably similar to the UAW Special Attrition Program Agreement~~.~~; provided, however, that the Debtors shall not be authorized to implement any such Hourly Attrition Program Agreement without the prior review and opportunity to object to the Debtors' entry into such Hourly Attrition Program Agreement by the Creditors' Committee or order of this Court. Upon the Debtors' election to enter into an Hourly Attrition Program Agreement pursuant to the immediately-preceding sentence, the Debtors shall provide written notice, which may be by facsimile or electronic mail, of the proposed Hourly Attrition Program Agreement to counsel for the Creditors' Committee. The Creditors' Committee shall have three business days from the date of receipt of the notice of the proposed Hourly

Attrition Program Agreement in which to object. If counsel to the Debtors receives no written objection prior to the expiration of such three business day period, the Debtors shall be authorized to enter into the proposed Hourly Attrition Program Agreement. If the Creditors' Committee objects to the Debtors' entry into the Hourly Attrition Program Agreement within the three business day period, the Debtors and the Creditors' Committee shall use good faith efforts to consensually resolve the objection. If the Debtors and the Creditors' Committee are unable to achieve a consensual resolution, the Debtors shall not take any further steps to implement the Hourly Attrition Program Agreement without first obtaining Court approval of entry into the Hourly Attrition Program Agreement upon not less than five business days notice prior to an expedited hearing as scheduled by the Court.

4. Except for bilateral agreements of a union and GM to which the Debtors are not a party, each of the signatories to the agreements memorializing the Hourly Attrition Programs, including, without limitation, the UAW Special Attrition Program Agreement (each such party, a "Signatory," and collectively, the "Signatories") is directed to take all actions necessary or appropriate to effectuate the terms of this Order and the terms of its respective Hourly Attrition Program (including, without limitation, the UAW Special Attrition Program Agreement), including, without limitation, any and all actions necessary or appropriate to its implementation of and performance under such program.

5. With respect to payment by the Debtors of gross monthly wages to those employees that participate in the voluntary pre-retirement program as provided by paragraph 3.b of the UAW Special Attrition Program Agreement, Delphi shall establish a segregated bank account (the "Segregated Account") that shall be funded in the amount of $75 million. The funds in the Segregated Account shall be available to satisfy the obligations of paragraph 3.b of the

UAW Special Attrition Program Agreement and for no other purpose. Under no circumstances (including but not limited to conversion of Delphi's Chapter 11 cases to Chapter 7 proceedings) shall the assets in the Segregated Account be available to satisfy the claims of any party other than the employees except as otherwise specifically provided in the UAW Special Attrition Program Agreement.

6. The Debtors are authorized, but not directed, to establish a similar account with substantially similar rights and protections for each Hourly Attrition Program entered into with the Debtors' non-UAW, union-represented employees.

7. The UAW Special Attrition Program Agreement (and the other Hourly Attrition Programs Agreements, to the extent so provided therein) shall not be subject to abrogation, modification or rejection without the mutual consent of the applicable Signatories thereto (with the exception of Delphi's consent solely in connection with the bilateral agreements of the UAW (or such other union, as applicable) and GM (such as paragraphs 1 and 5a.-d, f, and g obligations) that do not affect the Debtors). The UAW Special Attrition Program Agreement, the other Hourly Attrition Programs Agreements and this Court's approval of such agreements are each without prejudice to any interested party (including the Signatories and the Official Committee of Unsecured Creditors) in all other aspects of the Debtors' chapter 11 cases, including by illustration, the Debtors' and GM's respective positions in all commercial discussions and claims matters between them, all collective bargaining matters involving the parties, in any potential proceedings under Sections 1113 and/or 1114 of the Bankruptcy Code with respect to the UAW (or such other union, as applicable), under Section 365 of the Bankruptcy Code with respect to GM's contracts with the Debtors, in any pension termination proceeding under the Employee

Retirement Income Security Act of 1974, as amended ("ERISA") and/or the Bankruptcy Code, and all claims administration and allowance matters.

8. Nothing in the UAW Special Attrition Program Agreement, the other Hourly Attrition Program Agreements, or this Court's approval of such agreements shall limit or otherwise modify (a) the Debtors' rights under Section 4041 of ERISA, or (b) the Debtors' rights under Section(s) 1113 and/or 1114 of the Bankruptcy Code with regard to any obligations which pre-existed the UAW Special Attrition Program Agreement or the other Hourly Attrition Programs Agreements (including pre-existing obligations referenced within such agreements), such as (by way of illustration only) the obligation to maintain the hourly pension plan or provide retirees or active employees (including employees/retirees participating in the attrition programs contained in the UAW Special Attrition Program Agreement or the other Hourly Attrition Program Agreements, as applicable) with levels of healthcare or other benefits as specified in pre-existing labor agreements. Under no circumstances shall the Debtors freeze any pension plan covering UAW-represented employees in a manner that prevents such employees in the pre-retirement program described in paragraph 3.b. of the UAW Special Attrition Program Agreement from receiving on-going credited service sufficient to reach 30 years of credited service. The Debtors shall provide the same healthcare and life insurance coverage to employees participating in paragraph 3.b. of the UAW Special Attrition Program Agreement that it provides to its other active UAW employees; provided, however, that if the Debtors reduce or eliminate such coverage provided to their active UAW employees, GM shall subsidize such coverage provided to employees participating in such paragraph 3.b up to the level provided to GM-UAW active employees.

9. Any obligations assumed by GM under the UAW Special Attrition Program Agreement with respect to OPEB under paragraph 4. thereof or active health care and life insurance under Paragraph 7.d. thereof shall be conclusively deemed to be comprehended by, included within, and shall constitute a prepetition, general unsecured claim assertable by GM against the estate of Delphi Corporation under the U.S. Employee Matters Agreement (including without limitation, related flowback agreements and the UAW-GM-Delphi Memorandum of Understanding – Benefit Plan Treatment and the UAW-GM-Delphi Flowback Agreements contained in the 1999 and 2003 GM-UAW and Delphi-UAW Contract Settlement Agreements), Delphi's Agreement dated December 22, 1999 to indemnify GM for its liability under the Benefit Guarantee as if all conditions for the triggering of GM's claim shall have occurred, and Delphi's general indemnity of GM under the Master Separation Agreement. GM has agreed to assume and pay OPEB payments to Delphi employees who "check the box" and/or flow back to GM for purposes of retirement, and to pay the amounts due under paragraph 3.a.i. of the UAW Special Attrition Program Agreement. The presumed triggering of GM's claim against Delphi Corporation described above is only for purposes of the UAW Special Attrition Program Agreement and does not trigger any contractual claims against either Delphi or GM beyond their respective obligations under the UAW Special Attrition Program Agreement.

10. Nothing contained in the UAW Special Attrition Program Agreement, any other Hourly Attrition Program Agreements or this Court's approval of such agreements shall constitute an assumption of any agreement described therein, including, without limitation (a) any collective bargaining agreement between the UAW (or any other union, as applicable) and the Debtors, or (b) any commercial agreement between GM and the Debtors, nor shall anything in the UAW Special Attrition Program Agreement, in any other Hourly Attrition Program Agreement, or

in this Court's approval of such agreements be deemed to create an administrative or priority claim with respect to GM or convert a prepetition claim into a postpetition claim or an administrative expense with respect to any party.

11. For the avoidance of doubt, nothing in the Motion, the UAW Special Attrition Program Agreement or any other document shall prejudice the right of any interested party (including the Debtors and the Creditors' Committee) to challenge the allowability, amount or priority of any claims asserted by GM, except that GM's claims, if any, with respect to OPEB under paragraph 4. of the UAW Special Attrition Program Agreement or active health care and life insurance under Paragraph 7.d. of the UAW Special Attrition Program Agreement shall not be subject to objection on the basis that the claims were not assertable under U.S. Employee Matters Agreement (including without limitation, related flowback agreements and the UAW-GM-Delphi Memorandum of Understanding – Benefit Plan Treatment and the UAW-GM-Delphi Flowback Agreements contained in the 1999 and 2003 GM-UAW and Delphi-UAW Contract Settlement Agreements), Delphi's Agreement dated December 22, 1999 to indemnify GM for its liability under the Benefit Guarantee as if all conditions for the triggering of GM's claim shall have occurred, and Delphi's general indemnity of GM under the Master Separation Agreement.

12. ~~11.~~ Notwithstanding any provision in the Bankruptcy Code or Bankruptcy Rules to the contrary, the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order, and the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order.

13. ~~12.~~ This Court shall retain jurisdiction to hear and determine all matters, arising from the implementation and performance of this Order and the Hourly Attrition Programs and over each of the Signatories in connection therewith; provided, however, that the Court's

jurisdiction shall not extend to bilateral agreements of the UAW (or such other union, as applicable) and GM (such as paragraphs 1 and 5a.-d, f, and g obligations of the UAW Special Attrition Program Agreement).

14. ~~13.~~ The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
April ___, 2006

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UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

Delphi Corporation
Special Parties

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE
ROSEN SLOME MARDER LLP	Thomas R. Slome Jil Mazer-Marino	333 Earle Ovington Boulevard	Suite 901	Uniondale	NY	11553-3622	(516) 227-1600
Brownstein Hyatt & Farber, P.C.	Michael J. Pankow Daniel J. Garfield	410 Seventeenth Avenue		Denver	CO	80202-4437	(303) 223-1106

EXHIBIT I

In re Delphi Corporation, et al.
Union Counsel - Overnight Mail

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Electrical and Space Technicians	Kevin Dodd	13144 Prairie Ave		Hawthorne	CA	90250			310-219-3818		
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IBEW	Edwin D Hill	900 Seventh Street NW		Washington	DC	20001			202-728-7676		
International Union of Operating Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	202-778-2641	rgriffin@iuoe.org	Counsel for International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
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United Steelworkers Of America	General Counsel	Five Gateway Center		Pittsburgh	PA	15222					
United Steelworkers Of America	Robert D Clark	Five Gateway Center		Pittsburgh	PA	15222			412-562-2429		

Delphi Corporation
Union List

Contact	Company	Address 1	Address 2	City	State	Zip	PhoneNumber	Ext	Fax	
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Danny Baird	IUOE 101S	6601 Winchester		Kansas City	MO	64133				US
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Dennis Bingham, Gary Adams	USW Local 87	21 Abbey Avenue		Dayton	OH	45417	937-268-6646	42	937-433-1770	
Edwin Hill	IBEW	900 Seventh Street NW		Washington	DC	20001	202-833-7000		202-728-7676	
Frank Andrews	UAW Local 686	524 Walnut St.		Lockport	NY	14094	716-433-6747		716-632-1797	
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Henry Reichard	IUE-CWA Automotive Conf Board	2360 Dorothy Lane	Ste. 201	Dayton	OH	45439	937-294-7813			US
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James Clark	IUE-CWA Industrial Division	501 Third Street NW		Washington	DC	20001-2797	202-434-0656		202-434-1343	
James Hurren	UAW Local 467	2104 Farmer St.		Saginaw	MI	48601	989-777-2630		989-753-6463	
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Joe Buckley	UAW Local 696	1543 Alwildy Ave		Dayton	OH	45408	937-228-2142		937-433-1770	
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